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BellSouth Telecommunications, Inc
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TR A DOCKET ROOM

Guy M Hicks
General Counsel

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March 31, 2005

VIA HAND DELIVERY

Hon Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

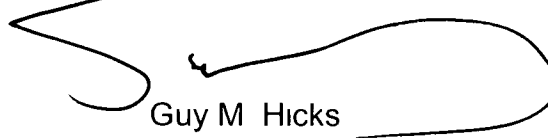
RE: Approval of the Amendment to the Resale Agreement Negotiated
by BellSouth Telecommunications, Inc and Tel West
Communications L L C Pursuant to Sections 251 and 252 of the
Telecommunications Act of 1996
Docket No 05-00024

Dear Chairman Miller

Attached are the original and fourteen copies of a *Notice of Withdrawal of Amendment to Resale Agreement* in the above-referenced matter. This *Notice* replaces and supersedes the *Motion to Withdraw Amendment to Resale Agreement* filed on March 30, 2005. BellSouth understands that Tel West will not be operating in Tennessee after March 10, 2005.

Thank you for your attention to this matter

Sincerely yours,



Guy M Hicks

cc Jeffrey K. Swickard, Tel West Communications, L L C

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Approval of the Amendment to the Resale Agreement Negotiated by
BellSouth Telecommunications, Inc and Tel West Communications L L C
Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No 05-00024

NOTICE OF WITHDRAWAL OF AMENDMENT TO RESALE AGREEMENT

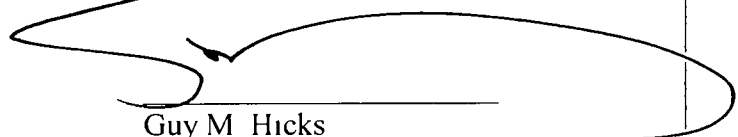
BellSouth Telecommunications, Inc ("BellSouth") hereby withdraws the Petition for Approval of the Amendment to the Resale Agreement between Tel West Communications L.L.C. ("Tel West") and BellSouth filed with the Tennessee Regulatory Authority on January 20, 2005

Tel West will not be operating in Tennessee after March 10, 2005.

Therefore, BellSouth withdraws its Petition

Respectfully submitted,

BellSouth Telecommunications, Inc.

A large, stylized handwritten signature in black ink, appearing to read 'Guy M. Hicks', is written over a horizontal line.

Guy M Hicks
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
615/214-6301

CERTIFICATE OF SERVICE

I hereby certify that on March 31, 2005 a copy of the foregoing document was served on the parties of record, via U. S. Mail, postage pre-paid, addressed as follows

Jeffrey K. Swickard
President
Tel West Communications L.L.C.
3701 S. Norfolk Street, Suite 300
Seattle, WA 08118

A handwritten signature in black ink, appearing to read "Jeffrey K. Swickard", is written over a horizontal line.